

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPTIC

1421	199	7/	
OMB	APPRO	JAVC	
OMB Num	ber:	323	5-0076
Expires: Estimated	April	30,2	800
hours per r	espons	e	16.00

SEC USE ONLY						
Prefix	Serial					
DATE R	ECEIVED					

UNIFURM LIMITED OFFERING EXEM	PHON
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Sunbelt Chemicals Corp. Common Stock Offering December 2007	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	
Type of Filing:	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	07085434
Sunbelt Chemicals Corp.	07000434
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
55 Beattie Place, Suite 1500, Greenville, SC 29601	(864) 235-0201
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	(386) 446-4594
71 Hargrove Grade, Palm Coast, FL 32137-5101 Brief Description of Business	(000)
Manufacturing, packaging, marketing and selling packaged chemical products	
Type of Business Organization	please specify): PROCESSED
	please specify):
business trust   limited partnership, to be formed	DEC 3 1 2007
Month Year	mated 2007
Actual or Estimated Date of Incorporation or Organization: 0 4 0 7 Actual Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	SIC FINANCIAL
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6).	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address.	g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20	0549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual photocopies of the manually signed copy or bear typed or printed signatures.	ly signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only reporthereto, the information requested in Part C, and any material changes from the information previously support be filed with the SEC.	ort the name of the issuer and offering, any changes blied in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for	sales of securities in those states that have adopted
ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for	Securities Administrator in each state where sales
accompany this form. This notice shall be filed in the appropriate states in accordance with state law	The Appendix to the notice constitutes a part of
this notice and must be completed.	,
ATTENTION	
Failure to tile notice in the appropriate states will not result in a loss of the federal e	exemption. Conversely, failure to file the
appropriate federal notice will not result in a loss of an available state exemption unliftling of a federal notice.	ess such exemption is predictated on the

		A. BASIC IDE	NTIFICATION DATA		
2. Enter the information requeste	d for the follow	ving:			
Each promoter of the issu	er, if the issue	r has been organized wit	thin the past five years;		
Each beneficial owner has	ving the power t	to vote or dispose, or dire	ect the vote or disposition o	f, 10% or more of a	class of equity securities of the issuer.
Each executive officer ar	ıd director of c	orporate issuers and of c	corporate general and mana	aging partners of pa	artnership issuers; and
<ul> <li>Each general and managi</li> </ul>	ng partner of p	artnership issuers.			
Check Box(es) that Apply:	Promoter [	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv Bailey, Michael L.	vidual)				
Business or Residence Address (171 Hargrove Grade, Palm Coa		-	dc)		
Check Box(es) that Apply:	Promoter [	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv Matuza, M. Raymond	ridual)				
Business or Residence Address (I	Number and Str	reet, City, State, Zip Coo	de)		<del></del>
71 Hargrove Grade, Palm Coas	st, FL 32137	-5101			
Check Box(es) that Apply:	Promoter [	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indiv Schelle, Nathan T.	vidual)				
Business or Residence Address (	Number and St	reet, City, State, Zip Coo	de)		
71 Hargrove Grade, Palm Coa	st, FL 32137	-5101	<u></u>		<u> </u>
Check Box(es) that Apply:	Promoter [	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if indi-	vidual)				
Weston, R. Patrick					
Business or Residence Address (55 Beattie Place, Suite 1500,			dc)		_ <u></u>
Check Box(es) that Apply:	Promoter (	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if indi- Rose, Porter B.	vidual)				
Business or Residence Address ( 55 Beattie Place, Suite 1500,			de)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indi	viđual)				
Business or Residence Address (	Number and St	reet, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if indi	vidual)			***	
Business or Residence Address (	Number and St	reet, City, State, Zip Co	ode)	<u> </u>	
	(Use blank	sheet, or copy and use	additional copies of this sl	heet, as necessary)	· -

					B. II	NFORMATI	ON ABOU	T OFFERI	NG				
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Yes	No 🗷		
2.												s_0.0	0
												Yes	No
3.												<b>X</b>	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful N/	,	Last name	first, if indi	vidual)								_	
		Residence	Address (N	umber and	1 Street, Ci	ity, State, Z	ip Code)						
							,						_
Na	me of As	sociated Br	oker or Dea	aler									
Sta	tes in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers		··•				
	(Check	"All States	or check	individual	States)		***********			•••••••	•••••	☐ All	States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful	II Name (	Last name	first, if indi	vidual)								·	
Bu	siness or	Residence	: Address (N	Number an	d Street, C	City, State, Z	Zip Code)						<u> </u>
Na	me of As	sociated Br	oker or Dea	aler				· · · · · · · · · · · · · · · · · · ·	-··				
Sta	ites in WI	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			· <u> </u>			
	(Check	"All States	s" or check	individual	States)			******	•••••••	••••••••		□ A1	States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Fu	ll Name (	Last name	first, if indi	ividual)									
Bu	siness or	Residence	Address (N	Number an	d Street, C	City, State, 2	Zip Code)						
Na	me of As	sociated B	roker or De	aler							<del></del>		
Sta	ites in Wi	nich Persor	Listed Has	Solicited	or Intends	to Solicit	Purchasers	<u> </u>					
	(Check	"All States	s" or check	individual	States)				•••••	•••••		☐ Al	l States
	AL IL MT	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	s
	Equity		
	☑ Common ☐ Preferred	* <u></u>	
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests		
	Other (Specify)		
	Total	500,000.00	\$ 500,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	φ	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors		\$ 500,000.00
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)		_ \$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		_ s
	Regulation A		<del></del>
	Rulc 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s_0.00
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		<b>S</b> 60,000.00
	Accounting Fees		\$ 0.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)		\$ 0.00
	Other Expenses (identify)		\$ 0.00
	Total		\$ 60,000.00

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF PI	ROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer."			\$
	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	by purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross		
			Payments to Officers. Directors, & Affiliates	Payments to Others
	Salaries and fees		]\$	
	Purchase of real estate		]\$	\$
	Purchase, rental or leasing and installation of mac	:hinery 	]\$	\$
	Construction or leasing of plant buildings and fac	ilitics	]\$	<b>\$</b>
	Acquisition of other businesses (including the val offering that may be used in exchange for the asset issuer pursuant to a merger)	ets or securities of another	] <b>\$_</b>	<b>S</b> _
	Repayment of indebtedness	<del>-</del>	_	
	Working capital			
	Other (specify):			
			]\$	
	Column Totals			
	Total Payments Listed (column totals added)		☐ \$ <u>_4</u> 4	10,000.00
_		D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	rnish to the U.S. Securities and Exchange Commiss	ion, upon writte	le 505, the following n request of its staff
SS	uer (Print or Type)	Signature D	Pate	
Sι	unbelt Chemicals Corp.	Muchael & Backey	December 12, 2	007
la	me of Signer (Print or Type)	Title of Signer (Print or Type)		
lic	hael L. Bailey	Chief Executive Officer		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>⋉</b>	

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature.	Date
Sunbelt Chemicals Corp.	Muchael & Backay	December 12, 2007
Name (Print or Type)	Title (Print or Type)	
Michael L. Bailey	Chief Executive Officer	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

#### **APPENDIX** 2 4 3 1 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 1) (Part C-Item 2) (Part B-Item 1) Number of Number of Non-Accredited Accredited Yes No **Investors** Amount **Investors** Amount State Yes No Common Stock, \$45,000 \$45,000.00 \$0.00 × ALX ΑK ΑZ AR CA CO CTDE DC \$0.00 Common Stock, \$98,200 X 3 \$98,200.00 X 0 FLGAHI ID IL IN IA KS KY LA ME MD MA ΜI MN MS

#### **APPENDIX** 2 3 4 5 1 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price explanation of Type of investor and to non-accredited amount purchased in State waiver granted) investors in State offered in state (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) Number of Number of Non-Accredited Accredited No Investors Yes No State Yes Investors Amount Amount MO MT NE NV NH NJ NMNY NC ND OH OK OR PA RI Common Stock, \$356,800 × \$356,800.00 \$0.00 SCX SD TN TXUT VT VAWA wv WI

	APPENDIX											
1	1 2 3											
	to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			amount purchased in State			amount purchased in State wai		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY												
PR												

